

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement and its Appendices to be executed by their duly authorized representatives.

Amherst Telephone Company

By: Carl F. Bohman

Date: 4/03/2006

Printed: Carl F. Bohman

Title: President & General Manager

New-Cell, Inc.

By: James W. Lefina

Date: 3/29/06

Printed: James W. Lefina

Title: V.P. corp tech Services